

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
NORTHWESTERN CORPORATION,	:	Bankr. Case No. 03-12872 (JLP)
	:	
Debtor.	:	
	:	
LAZARD FRERES & CO., LLC,	:	Civil Case No. 05-0395 (JJF)
	:	
Appellant,	:	
	:	
v.	:	
	:	
NORTHWESTERN CORPORATION,	:	
	:	
Appellee.	:	

NOTICE OF WITHDRAWAL AND SUBSTITUTION OF COUNSEL

PLEASE TAKE NOTICE that William E. Chipman, Jr., Esquire is no longer with the firm of Greenberg Traurig, LLP, counsel for Appellee, Northwestern Corporation, and hereby should be removed from all service lists as counsel to Northwestern Corporation.

PLEASE ENTER the appearances of Victoria W. Counihan, Esquire and Dennis A. Meloro, Esquire of Greenberg Traurig, LLP as counsel for Northwestern Corporation.

Dated: January 26, 2006

GREENBERG TRAURIG, LLP

/s/ Victoria W. Counihan
Victoria W. Counihan (No. 3488)
Dennis A. Meloro (No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
(302) 661-7000

CERTIFICATE OF SERVICE

I, Victoria W. Counihan, hereby certify that on the 26th day of January, 2006, a true and correct copy of the *Notice of Withdrawal and Substitution of Counsel* was served upon the party listed below via First Class, United States Mail.

Anthony Clark, Esq.
Skadden Arps Slate Meagher & Flom
One Rodney Square
Wilmington DE 19801

Dated: January 26, 2006

/s/ Victoria W. Counihan
Victoria W. Counihan (No. 3488)
GREENBERG TRAURIG, LLP
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
(302) 661-7000